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(A Delaware Corporation)

ANNUAL REPORT

Which Ended January 31, 1937

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To be submitted to the Annual Meeting of Stockholders to be held at 1441 Broadway, New York, N. Y., on April 6, 1937. the second se

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BOARD OF DIRECTORS

William T. Grant, Chairman

John G. Byler	Karl D. Gardner
R. A. Cunningham	John M. Hancock
Howland S. Davis	James L. O'Neill
Fred H. Edgecomb	Benjamin A. Rowe
Clayton E. Freeman	William B. Warner

OFFICERS

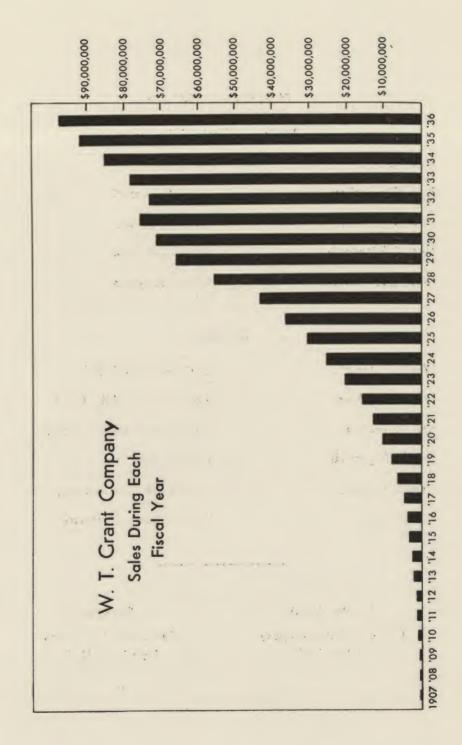
William T. Grant	Chairman of the Board
Benjamin A. Rowe	Vice Chairman of the Board
Karl D. Gardner	President and General Manager
Fred H. Edgecomb	Vice-President
Richard W. Story	Vice-President and Secretary
John G. Byler	Vice-President and Treasurer

Transfer Agent

Guaranty Trust Company of New York

Registrar

Bankers Trust Company New York, N. Y.



Department Stores Fourteen Forty-One Broadway New York

March 15, 1937.

To the Stockholders:

During 1937 your Company increased sales to \$98,346,043 and net earnings to \$4,594,379, both amounts being the greatest in any year of its history.

SALES

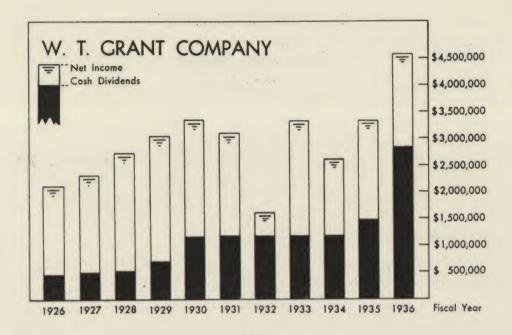
Sales of \$98,346,043 showed an increase of \$6,364,229 or 6.92% over the preceding year. An analysis of the increase in sales appears below:

	Fiscal Year	Fiscal Year	Increase
12 N 14	1936	1935	
Sales for 465 stores open during entire year 1935* .	\$95,523,848	\$90,657,445	5.37%
Sales for 6 new stores opened during 1935	1,976,394	1,324,369	
Sales for 7 new stores opened during 1936	845,801		
Total Sales	\$98,346,043	\$91,981,814	6.92%
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*Including I store permanently closed July 31, 1936.

For the fourth successive year, sales in identical stores have increased over the preceding year, but sales in such stores were approximately five percent below the levels of 1929.

With the general business improvement in 1936 the stores depended less upon special sales events and more upon the regular merchandising of staple items and as a result, sales increases do not fully reflect the improved conditions. Gross profit margins returned to a point which is more normal.



NET EARNINGS

Net earnings for the year of \$4,594,379 were equal to \$3.84 a share of capital stock outstanding. In the previous year earnings were \$3,334,246 or \$2.78 a share.

Net earnings are after deduction of \$257,000 for federal tax on undistributed earnings. During the year, dividends of \$2.40 a share were paid, compared with \$1.25 in 1935.

Taxes paid or accrued during the year total \$2,823,848 compared with \$1,857,460 in the previous year.

FINANCIAL CONDITION

On January 31, 1937 the Balance Sheet showed current assets of \$22,843,979 as compared with current liabilities of \$4,029,097. The excess of current assets over current liabilities was \$18,814,882, an increase of \$1,637,297 during the year.

EXPANSION

During the year, the Company opened seven new stores, and closed one. At the year end 477 stores were in operation. These new stores and dates of opening are:

February, 22, 1936-Wichita, Kansas	November 14, 1936-Olean, N. Y.
June 13, 1936-Tarentum, Pa.	November 27, 1936-Milwaukee, Wis.
October 3, 1936-Topeka, Kansas	November 28, 1936—Springfield, Vt.
October 30, 1936—Bath, Me.	

In these new stores the Company had the following capitalized investment at the year end:

Merchandise									\$272,260.58
Furniture and	Fixte	ILES							192,065.54
Alterations as	nd I	mpro	ove	men	ts				101,930.70
Advances to	Land	llord	ls						144,055.80
То	tal						۰.		\$710,312.62

During the early months of the year, the floods in the eastern states forced the temporary closing of eight stores which were rebuilt and completely refixtured before reopening. In addition twelve stores were remodeled or enlarged during the year.

The Ohio River flood in January forced the temporary closing of a number of stores, four of which will be thoroughly reconditioned before reopening.

During the year the W. T. Grant Realty Corporation, a subsidiary, purchased existing store properties at New Kensington, Pa. and New York, N. Y. and a property in Johnstown, Pa. which adjoins the property now owned.

Several stores are now under lease for opening during 1937, among these being locations at Santa Monica, Cal., Lakeland, Fla., Cortland, N. Y. and White Plains, N. Y. Twelve stores are planned for enlarging and ten will be air conditioned in 1937.

ORGANIZATION

Karl D. Gardner was elected President and General Manager, effective February 1, 1937. He succeeds B. A. Rowe, who retired as President as of the end of the 1936 fiscal year.

Mr. Rowe has been with the Company since 1910, and had been President since 1930. He continues with the Company as Vice Chairman of the Board of Directors. Mr. Gardner has been with the Company twenty-three years, during which time he has handled the responsibilities of almost every position from floorman to General Manager. He has been Vice President since 1933 and General Manager since 1935.

During 1936 the Company celebrated the Thirtleth Anniversary of its founding. The table below shows the growth of the Company in five year intervals:

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Fiscal Year	Stores	Sales	Earnings	Capital Invested
1907	I \$	99,478 \$	8,000 (?)	\$ 16,000
1911	9	1,083,690	52,272	150,000
1916 .	25	3,659,779	182,309	671,564
1921	45	2,728,412	296,270	2,125,671
1926	109 3	36,074,504	2,126,731	9,640,861
1931	404	75,679,203	3,107,648	24,799,289
- 1936	477 9	78,346,043	4,594,379	32,160,771

The history of retailing during these thirty years has been one of change and evolution. Employee hours have been shortened and weekly wages of saleswomen have more than doubled. Consumers have been obtaining improved merchandise at lower prices.

These advantages to employees and public have been aided by mass distribution methods of large retailers such as the Grant Company. These methods not only reduce the cost of distribution but aid in lower production costs in the factories.

In the future, even greater efficiency in distribution and production will be necessary if prices are to be maintained at levels where the wage earner will be able to turn current wage increases into a higher standard of living.

New times bring new conditions and new laws—and new taxes, but the necessity for efficient distribution will always exist. We feel confident of meeting the changing conditions of the future as we have in the past. Through the increased sales that result from better service to our customers, we hope to continue to increase the compensation of our employees and the earnings of our stockholders.

WILLIAM T. GRANT,

Chairman of the Board.

CERTIFICATE OF AUDITORS

March 8, 1937

To the Board of Directors and Stockholders, W. T. Grant Company, New York, N. Y.

We have made an examination of the Consolidated Balance Sheet of W. T. Grant Company (a Delaware corporation); its subsidiary companies, W. T. Grant Company (a Massachusetts corporation); and W. T. Grant Realty Corporation (a New York corporation) as at January 31, 1937, and of the statement of Consolidated Income and Surplus for the fiscal year ended at that date. In connection therewith, we examined or tested accounting records of the companies and other supporting evidence; we also made a general review of the accounting methods and of the operating and income accounts for the year, but we did not make a detailed audit of the transactions.

Cash on deposit was confirmed. Merchandise inventories as taken and certified by the management, valued at not in excess of cost or market, whichever is lower, were tested by us as to pricing and computations. The Massachusetts corporation was guarantor of a note issued to a bank by Trustees of an Employees' Stock Purchase Fund, secured by 18,589 shares of the capital stock of the Delaware corporation, the unpaid balance of which note amounted to \$169,770.63 at January 31, 1937. Unused balances of Import Letters of Credit issued to the Massachusetts corporation amounted to \$751,520.69 at that date.

In our opinion, based on our examination and information submitted to us, the annexed Consolidated Balance Sheet and the related Consolidated Income and Surplus accounts fairly present, in accordance with accepted principles of accounting consistently maintained by the companies during the year under review, their consolidated financial position at January 31, 1937, and the consolidated results of their operations for the fiscal year then ended.

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(A Delaware Corporation) AND SUBSIDIARY COMPANIES

CONSOLIDATED INCOME ACCOUNT

For the fiscal year ended January 31, 1937

SALES	\$98,346,042.81 91,208,494.12
OTHER INCOME (Net)	7,137,548.69 46,767.09
	7,184,315.78
DEDUCT:	
Allowance for depreciation and amortization of leasehold improve-	
ments , \$1,238,189.44	
Flood losses in excess of insurance	
Interest paid, less interest earned	
Provision for Federal income taxes:	
Normal tax	
Surtax on undistributed net income 257,000.00 1,196,404.70	2,589,937.09
	\$4,594,378.69

CONSOLIDATED SURPLUS ACCOUNT

For the fiscal year ended January 31, 1937

BALANCE-January 31, 1936	\$20,345,798.35
ADD: NET INCOME—for year—as above	\$4,594,378.69
DEDUCT: CASH DIVIDENDS PAID Regular guarterly dividends	
April 1, 1936—35c per share	
October 1, 1936-35c per share	
Jenuary I, 1937—35c per share 418,374.25 Special dividend	
Jenuary 1, 1937-\$1.00 per share 1,195,355.00	
TOTAL DIVIDENDS PAID-\$2.40 per share	2,868,852.00
NET ADDITION TO SURPLUS	1,725,526.69
BALANCE-January 31, 1937	\$22,071,325.04

(A Delaware Corporation) AND SUBSIDIARY COMPANIES

CONSOLIDATED BALANCE SHEET

January 31, 1937

ASSETS

CURRENT

sh	2.06
ER ASSETS vances to and Security Deposited with Landlords—To be Repaid over a Term of Years	3.50 4.91 443,631.28
niture and Fixtures—at cost	9.39 9,380,738.09
RATIONS AND IMPROVEMENTS TO LEASED PROPERTIES nis amount is being written off over a period not in excess of the term of the leases involved)	5,149,933.51
RRED CHARGES TO FUTURE OPERATIONS paid Taxes and Rents, Unexpired Insurance Premiums, Sup- olies, etc.	799,523.12
	\$38,617,805.02
LIABILITIES	
LIABILITIES RENT counts Payable	7.79 00.00
RENT	77.79 00.00 00.00 \$4,029,097.01
RENT \$1,073,75 crued Accounts 1,647,25 deral Tax Reserve 1,283,00 RRED 1937 25,000 the Payable for Lease 1938 12,50 nants Deposits as Security for Leases (expiring 1937 to 1949) 7,58 ESTATE MORTGAGES PAYABLE	77.79 00.00 \$4,029,097.01
RENT counts Payable \$1,073,79 crued Accounts 1,647,25 deral Tax Reserve 1,283,00 deral Tax Reserve 1,283,00 ites Payable for Lease Due 1937 1937 25,000 ites Payable for Lease pression 1938 12,500 ites Payable for 12,500 ites Payable 12,500 7,580 ites Payable 12,500 7,580 ites Payable 12,500 7,580 ites Payable Payable 12,500 ites Payable Payable 12,500 ites Payable	17.79 10.00 10.00 \$4,029,097.01 10.00 13.32 20,083.32
RENT counts Payable crued Accounts local I.647.25 deral Tax Reserve its I.283.00 crued Its construction I.283.00 crued Its construction I.283.00 construction I.250.00 construction I.2,50 constand I.2,50	77.79 00.00 100.00 \$4,029,097.01 100.00 20,083.32 100.00 2,272,850.00 135,003.65
RENT counts Payable \$1,073,79 crued Accounts 1,647,25 deral Tax Reserve 1,283,00 ites Payable for Lease Due 1937 1937 1,283,00 ites Payable 12,500 25,000 ites Payable 12,500 12,500 heants Deposits as Security for Leases (expiring 1937 to 1949) 7,580 emand \$65,000.00; maturing within one year \$259,000.00; balance maturing 1938-1947) RVE FOR REPAINTING STORES	77.79 00.00 100.00 13.32 20,083.32 2,272,850.00 135,003.65 16.00
RENT counts Payable \$1,073,75 crued Accounts 1,647,25 deral Tax Reserve 1,283,00 ites Payable for Lease bite Payable for Lease distants Deposits as Security for Leases emand \$65,000.00; maturing within one emand \$65,000.00; maturing within one year \$259,000.00; balance maturing 1938-1947)	77.79 00.00 100.00 13.32 20,083.32 2,272,850.00 135,003.65 16.00

		1631	\$75,679,203 71,118,362	4,560,841 51,280	4,612,121	105,911 964,062 434,500	\$3,107,648			1631	\$12,881,485	3,107,648	15,989,133	I, I 95,355 83,935	\$14,709,843
		1932	\$73,086,856 70,101,405	2,985,451 65,612	3,051,063	140,488 1,061,345 237,154	\$1,612,076	-		1932	\$14,709,843	1,612,076	16,321,919	1,195,355 61,063	\$15,065,501
	ITS	1933	\$78,206,119 73,022,906	5,183,213 12,785	5,195,998	159,637 1,175,871 513,315	\$3,347,175		VTS	1933	\$ 15,065,501	3,347,175	18,412,676	1,195,355	\$17,146,092
	CONSOLIDATED INCOME ACCOUNTS	1934	\$85,069,612 80,765,419	4,304,193 7,258	4,311,451	145,189 1,153,180 396,880	\$2,616,202		US ACCOUNT	1934	\$17,146,092	2,616,202	19,762,294	1,195,355 61,193	\$18,505,746
NIC JMIDD IN	DATED INCO	1935	\$91,981,814 86,812,894	5,168,920 31,301	5,200,221	122,904 120,451 535,620	\$3,334,246		DATED SURPI	1935	\$18,505,746	3,334,246	21,839,992	1,494,194	\$20,345,798
		1936	\$98,346,043 91,208,494	7,137,549 46,767	7,184,316	92,214 63,129 1,238,189 939,405 257,000	\$4,594,379		VE CONSOLI	1936	\$20,345,798	4,594,379	24,940,177	2,868,852	\$22,071,325
	COMPARATIVE	Which Ends January 31 of Subsquent Calendar Year)	SALES LESS: Cost of Merchandise Sold and Operating Expenses	OTHER INCOME (Net)		DEDUCT: Flood Losses interest Earned	NET INCOME		COMPARATIVE CONSOLIDATED SURPLUS ACCOUNTS	FISCAL YEAR	SURPLUS-BEGINNING OF YEAR	Net Income for Year as Above		DEDUCT: Common Dividends Sundry Deductions (Net)	SURPLUS-END OF YEAR

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COMPARATIVE CONSOLIDATED BALANCE SHEETS

1931	\$4,946,518 261,126 8,205,405 78,022	13,491,071	88,153 415,768 6,048,637 3,182,999 6,100,418 599,311	\$29,926,357	\$488,001 25,000 709,879 434,500	1,657,380	137,500 24,092 3,210,500 97,596 10,099,446 14,709,843	\$29,926,357
1932	\$4,266,632 133,715 8,282,485 80,232	12,763,064	107,726 553,076 6,410,502 3,571,669 6,118,536 6,118,536	\$30,320,334	\$573,065 25,000 720,822 259,686	1,578,573	112,500 25,745 3,326,650 121,919 10,089,446 15,065,501	\$30,320,334
1933	\$7,151,095 125,879 8,919,159 81,764	16,277,897	76,190 477,393 6,559,380 3,234,869 5,782,103 710,274	\$33,118,111	\$554,592 30,750 1,134,271 573,427	2,293,040	196,750 7,638 3,245,492 139,653 10,089,446 17,146,092	\$33,118,111
1934	\$7,364,070 231,507 10,331,294 82,862	18,009,733	30,558 469,033 6,620,609 3,114,836 5,558,115 772,089	\$34,574,973	\$975,564 30.750 974,844 459,000	2,440,158	166,000 8,433 3,219,250 145,940 10,089,446 18,505,746	\$34,574,973
1935	\$8,805,872 110,739 10,979,229 84,437	19,980,277	19,997 299,588 6,178,725 2,947,172 5,428,266 844,971	\$35,698,996	\$932,198 25,000 1,240,495 605,000	2,802,593	37,500 7,983 2,275,050 140,526 10,089,446 20,345,798	\$35,698,996
1936	\$10,574,802 272,166 11,911,012 85,999	22,843,979	17,908 425,723 6,574,129 2,606,609 5,149,934 799,523	\$38,617,805	\$1,073,799 25,000 1,647,298 1,283,000	4 ,029,097	12,500 7,583 2,272,850 135,004 10,089,446 22,071,325	\$38,617,805
AT END OF FISCAL YEAR	Cash	TOTAL CURRENT ASSETS	Misc. Inv., Employees Acc. Rec., etc (Net) Advances and Accounts with Property Owners	TOTAL ASSETS	LIABILITIES AND CAPITAL: Accounts Payable	TOTAL CURRENT LIABILITIES	Deferred Notes Payable, etc Tenants' Deposits . Real Estate Mortgages Payable Reserve for Repainting Stores . Common Stock .	TOTAL LIABILITIES AND CAPITAL .

ALABAMA (6)

Anniston Birmingham Decatur Gadsden Huntsville Mobile

ARKANSAS (2) Little Rock

Pine Bluff

CALIFORNIA (8)

Berkeley Fresno Huntington Park Los Angeles Oakland Sacramento San Jose Santa Barbara

CONNECTICUT (26)

Ansonia Bridgeport (2) Danbury Danielson Derby Greenwich Hartford Meriden Middletown Milford New Britain New Haven New Milford Putnam Rockville Southington South Manchester Stamford Thomaston Thompsonville Torrington Wallingford Waterbury Willimantic Winsted

DELAWARE (3) Dover Milford

Wilmington

FLORIDA (5)

Jacksonville Miami Orlando Tampa Ybor City Station

GEORGIA (7)

Albany Atlanta Augusta Brunswick

GEORGIA (Cont.) Macon Savannah Valdosta ILLINOIS (18) Alton Aurora Belleville Chicago (4) Decatur East St. Louis Elgin Galesburg Jacksonville Joliet Peoria Quincy Rockford Springfield West Frankfort INDIANA (9) Evansville Fort Wayne Gary Hammond

Indianapolis Michigan City New Albany Newcastle South Bend IOWA (4)

Clinton Davenport Ottumwa Waterloo

KANSAS (4)

Hutchinson Pittsburg Topeka Wichita

KENTUCKY (2) Louisville Paducah

LOUISIANA (5) Alexandria Baton Rouge Monroe

New Orleans Shreveport MAINE (12) Bangor Bath Brunswick Calais Fort Kent Gardiner Lewiston

Lewiston Old Town Portland Sanford Skowhegan Van Buren

MARYLAND (3)

Baltimore Cambridge Crisfield

MASSACHUSETTS (73)

Adams Allston Arlington Athol Beverly Boston Brockton Cambridge Chelsea Chicopee Clinton Codman Square Danvers Dorchester East Boston Easthampton Everett Fall River Fitchburg Framingham Franklin Gardner Gloucester Great Barrington Haverhill Holvoke Hudson Hyannis Hyde Park Jamaica Plain Lawrence Leominster Lynn (2) Malden Marlboro Mattapan Medford Melrose Middleboro Milford Natick Needham New Bedford (2) Norfolk Downs North Adams North Attleboro Norwood Palmer Peabody Pittsfield Plymouth Reading Rockland Roslindale Roxbury Salem Somerville South Boston Stoneham Taunton

MASSACHUSETTS (Cont)

Uphams Corner Sta. Wakefield Waltham Ware Wetertown Webster Weymouth Winchendon Winchendon Winthrop Woburn Worcester

MICHIGAN (9)

Detroit (2) Grand Rapids Hamtramck Kalamazoo Lansing Muskegon Saginaw St. Joseph

MINNESOTA (3)

Minneapolis Rochester St. Paul

MISSISSIPPI (1) Jackson

MISSOURI (4)

Kansas City St. Joseph St. Louis Springfield

NEBRASKA (2)

Lincoln Omaha

NEW HAMPSHIRE (9)

Berlin Concord Derry Dover Franklin Manchester Nashua Portsmouth Rochester

NEW JERSEY (26)

Bayonne Bloomfield Burlington Collingswood Dover Hackensack Hammonton Hoboken Jersey City (3) Millville Mount Holly Newark (3)

GRANT STORES

NEW JERSEY (Cont.)

Passaic Paterson Rahway Riverside Somerville Trenton Union City Vineland West New York

NEW YORK (83)

Albany Batavia Bath Bay Shore, L. I. Bayside, L. I. Beacon Binghamton Bronx (4) Brooklyn (2) Buffalo (7) Canandaigua Carthage Catskill Corning Corona, L. I. Dansville Elmira Far Rockaway, L. I. Flushing, L. I. Freeport, L. I. Geneva Glen Cove, L. I. Glens Falls Gouverneur Great Neck, L. I. Hempstead, L. I. Herkimer Hudson Falls Huntington, L. I. Ilion Jamaica, L. I. Jamestown Johnstown Kingston Lackawanna Lockport Lynbrook, L. I. Mechanicville Medina Middletown New York City (5) New Rochelle Niagara Falls Norwich Olean Oneida Oneonta Oyster Bay, L. I. Patchogue, L. I. Penn Yan Port Chester Port Jervis Poughkeepsie

NEW YORK (Cont.)

Riverhead, L. I. Rochester Rockville Center, L. I. Rome Schenectady Seneca Falls Syracuse (2) Tonawanda Utica Watertown Warsaw Westfield Wellsville Woodhaven, L. I. Yonkers

NORTH CAROLINA (9)

Charlotte Concord Elizabeth City Goldsboro Greenville Hickory Kinston Raleigh

NORTH DAKOTA (I) Fargo

OHIO (24)

Akron Barberton Bellaire Bellevue Cambridge Canton Circleville Columbus Conneaut Davton Delphos East Liverpool Elyria Kent Lima Mansfield Marion New Philadelphia Newark Norwalk Portsmouth Steubenville Toledo Youngstown

OKLAHOMA (2)

Muskogee Oklahoma City

PENNSYLVANIA (62) Altoona Bangor

PENNSYLVANIA (Cont.)

Berwick Blairsville Bloomsburg Bristol Butler Carlisle Chambersburg Columbia Conshohocken Corry Danville East Liberty Elizabethtown Ellwood City Erie Freeland Greenville Hazleton Homestead Honesdale Huntingdon Jeannette Johnstown Lancaster Lock Haven McKeesport Mahanoy City Middletown Milton Mount Pleasant Mount Union New Kensington Oil City Palmerton Philadelphia (4) Philipsburg Phoenixville Pittston Pittsburgh Pottstown Pottsville Reading Savre Scranton Shamokin Shippensburg Sunbury Tarentum Titusville Towanda Uniontown Upper Darby Waynesboro West Chester Williamsport Windber York

RHODE ISLAND (5)

Newport Pawtucket Providence West Warwick Woonsocket

477 STORES IN THIRTY-EIGHT STATES

Conny Charles Conny Charles Ch

SOUTH CAROLINA (4)

Charleston Columbia Florence Greenville

TENNESSEE (4)

Bristol Chattanooga Memphis Nashville

TEXAS (12)

Abilene Beaumont Brownsville Corpus Christi Dallas El Paso Fort Worth Galveston Houston San Antonio Waco Wichita Falls

UTAH (2) Ogden

Salt Lake Ctiy

VERMONT (5)

Bennington Burlington Newport St. Johnsbury Springfield

VIRGINIA (13)

Charlottesville Clifton Forge Danville Fredericksburg Norfolk Harrisonburg Hopewell Lynchburg Newport News Petersburg Portsmouth Richmond Roanoke

WEST VIRGINIA (5)

Elkins Hinton Huntington Parkersburg Weston

WISCONSIN (5)

Fond du Lac Madison Milwaukee Oshkosh Sheboygan

